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Attorneys for Richard M. Pachulski,
 Chapter 11 Trustee

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION

In re:
 LAYFIELD & BARRETT, APC,
 Debtor.

Case No.: 2:17-bk-19548-NB

Chapter 11

**DECLARATION OF ROBERT
 MARTINO IN SUPPORT OF MOTION
 FOR ORDER (1) AUTHORIZING SALE
 OF REAL PROPERTY FREE AND
 CLEAR OF ALL LIENS, CLAIMS AND
 ENCUMBRANCES PURSUANT TO
 11 U.S.C. §§ 363(b) AND (f); (2)
 APPROVING OVERBID PROCEDURES;
 (3) APPROVING BUYER, SUCCESSFUL
 BIDDER AND BACKUP BIDDER AS
 GOOD-FAITH PURCHASER PURSUANT
 TO 11 U.S.C. § 363(m); AND (4)
 AUTHORIZING PAYMENT OF
 UNDISPUTED LIENS AND OTHER
 ORDINARY COSTS OF SALE**

[Relates to Docket No. 391]

Date: February 5, 2019
 Time: 2:00 p.m.
 Place: United States Bankruptcy Court
 Edward R. Roybal Federal Building
 255 E. Temple Street, Ctrm. 1545
 Los Angeles, California 90012
 Judge: Honorable Neil W. Bason

1 I, Robert Martino, declare as follows:

2 1. I am the Manager of Sterling Holdings LLC (the “Buyer”), the proposed purchaser of
3 real property commonly known as Unit 200 of Toll Creek Village 2 (Parcel No. TCVC-2-200), an
4 office condominium located at 2720 Homestead Road, Park City, Utah 84098 (the “Property”),
5 pursuant to the *Motion for Order (1) Authorizing Sale of Real Property Free and Clear of All Liens,*
6 *Claims And Encumbrances Pursuant to 11 U.S.C. §§ 363(b) and (f); (2) Approving Overbid*
7 *Procedures; (3) Approving Buyer, Successful Bidder and Backup Bidder as Good-Faith Purchaser*
8 *Pursuant to 11 U.S.C. § 363(m); and (4) Authorizing Payment of Undisputed Liens and Other*
9 *Ordinary Costs of Sale* [Docket No. 391](the “Motion”), filed by Richard M. Pachulski, the chapter
10 11 trustee (the “Trustee”) of the bankruptcy estate of Layfield & Barrett, APC (the “Debtor”). I am
11 authorized to make this Declaration on behalf of the Buyer.

12 2. Unless otherwise indicated, all facts set forth in this Declaration are based on either
13 (a) my personal knowledge (my own or that gathered by others who report to me), (b) my review of
14 relevant documents, or (c) my opinion based upon my experience and knowledge of the
15 circumstances. If I were called to testify thereto, I could and would competently do so to the best of
16 my knowledge.

17 3. The Trustee has provided to the Buyer a conflicts list of various parties relating to the
18 Debtor, including, without limitation, (a) the Debtor and certain of its insiders, affiliates and
19 professionals, (b) the petitioning creditors who commenced the Debtor’s bankruptcy case, (c) the
20 Trustee and his professionals, and (d) parties asserting liens against or security interests in the
21 Property and other assets of the Debtor’s bankruptcy estate (collectively, the “Conflicts Parties”). A
22 true and correct list of the Conflicts Parties is attached hereto as **Exhibit “A”**.

23 4. Neither the Buyer nor any of its affiliates, managers, members, employees or agents
24 has any prior, current or expected connection to (a) the Conflicts Parties, (b) any other known
25 prospective bidder for the Property or (c) any former employees, officers, directors or agents of the
26 Debtor of whom I’m aware (collectively, the “Relevant Parties”), except as follows: **None**
27
28

7. Neither the Buyer nor any of its representatives has engaged in any fraud or collusion with any Relevant Party or made any attempt to take unfair advantage of other known or prospective bidders for the Property.

Executed this 5th day of February, 2019 at Park City, Utah.

dotloop verified
02/05/19 11:29 AM MST
PFOW-6HUK-A8UQ-5YI1

Robert Martino

EXHIBIT A

Trustee and Professionals

Richard M. Pachulski (Chapter 11 Trustee)
Pachulski Stang Ziehl & Jones LLP
KW Park City Keller Williams Real Estate

Debtor and Affiliated Parties

Layfield & Barrett, APC
f/k/a Layfield & Wallace, APC
f/k/a The Layfield Law Firm, APC
Maximum Legal, LLC
Maximum Legal Holdings, LLC
Maximum Legal (California). LLP
Maximum Legal (Arizona) LLC
Maximum Legal (Utah), LLC
Maximum Legal (Florida), PLLC
Maximum Legal Florida, LLP
Maximum Legal Staffing, LLC
Maximum Legal Services, LLC
Philip J. Layfield a/k/a Philip S. Pesin
Christine Layfield
Layfield V, LLC
Joseph M. Barrett
The Barrett Law Firm, APC
Todd D. Wakefield
Terry Bailey
Shyam Bandepalli
Jeffery Pannebaker
Stella Havkin, Havkin & Shrago
Jeffrey B. Smith, Curd, Galindo & Smith L.L.P.
Jones Waldo Holbrook & McDonough, PC

Maximum Legal Holdings BVI
Maximum Holdings I Cyprus
Maximum Legal Costa Rica
Maximum Legal Finance BVI
Maximum IT Services BVI
L&B Buy-In Services BVI
Triallawyers.com India Pvt
Maximum Legal India Pvt
Hamilton Newstead LLC Montana

Petitioning Creditors

The Dominguez Firm

Mario Lara
Nayazi Reyes
Maria A. Rios

Putative Secured Creditors

Advocate Capital, Inc.
Wellgen Standard, LLC
Alliance Legal Solutions, LLC
Wells Fargo Bank, N.A.
Toll Creek Owners Association, Inc.

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
10100 Santa Monica Boulevard, 13th Floor, Los Angeles, California 90067

A true and correct copy of the foregoing document entitled (*specify*): **DECLARATION OF ROBERT MARTINO IN SUPPORT OF MOTION FOR ORDER (1) AUTHORIZING SALE OF REAL PROPERTY FREE AND CLEAR OF ALL LIENS, CLAIMS AND ENCUMBRANCES PURSUANT TO 11 U.S.C. §§ 363(b) AND (f); (2) APPROVING OVERBID PROCEDURES; (3) APPROVING BUYER, SUCCESSFUL BIDDER AND BACKUP BIDDER AS GOOD-FAITH PURCHASER PURSUANT TO 11 U.S.C. § 363(m); AND (4) AUTHORIZING PAYMENT OF UNDISPUTED LIENS AND OTHER ORDINARY COSTS OF SALE** will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) **February 5, 2019**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

☒ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (*date*) **February 5, 2019**, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Philip J. Layfield
1875 Connecticut Ave. NW, 10th Fl
Washington, DC 20006

Philip J. Layfield
c/o Maximum Legal Holdings, LLC
8 The Green
Suite 6426
Dover, Delaware 19901

Layfield & Barrett, APC
fka Layfield & Wallace, APC
fka The Layfield Law Firm, APC
Attn: Philip Layfield, Officer of Record
1875 Connecticut Ave. NW, 10th Fl.
Washington, DC 20006

Layfield & Barrett, APC
fka Layfield & Wallace, APC
fka The Layfield Law Firm, APC
Attn: Philip Layfield, Officer of Record
c/o Maximum Legal Holdings, LLC
8 The Green, Suite 6426
Dover, Delaware 19901

☐ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) , **2019**, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

February 5, 2019

Date

Sophia L. Lee

Printed Name

/s/ Sophia L. Lee

Signature

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):

Mailing Information for Case 2:17-19548

- Wesley H Avery wes@averytrustee.com, lucy@averytrustee.com;alexandria@averytrustee.com
- Jason Balitzer jbalitzer@sulmeyerlaw.com,
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- Damion Robinson dr@agzlaw.com
- Lindsey L Smith lls@lnbyb.com, lls@ecf.inforuptcy.com
- Daniel A Solitro dsolitro@lockelord.com, ataylor2@lockelord.com
- United States Trustee (LA) ustpreion16.la.ecf@usdoj.gov
- Gary R Wallace garyrwallace@ymail.com
- Alan J Watson alan.watson@hklaw.com, rosanna.perez@hklaw.com

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.